

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

IN RE: METOPROLOL SUCCINATE
END-PAYOR ANTITRUST LITIGATION

Civil Action No. 06-cv-71 (GMS)

THIS DOCUMENT RELATES TO:
ALL ACTONS

**END-PAYOR PLAINTIFFS' MOTION FOR AN AWARD OF
ATTORNEYS' FEES, REIMBURSEMENT OF EXPENSES AND
PAYMENT OF INCENTIVE AWARDS TO THE CLASS REPRESENTATIVES**

End-Payor Plaintiffs respectfully move this Court for an order (i) awarding attorneys' fees of \$3.5 million, which amounts to slightly less than one-third of the overall settlement amount of \$11 million; (ii) reimbursing Class Counsel for the costs and expenses of the litigation in the amount of \$816,931.99; and (iii) approving incentive awards of \$2,000.00 for each of the three named consumer Class Representatives¹ and of \$5,000.00 for each of the nine third-party payor Class Representatives².

In support of this Motion, Class Counsel submits the accompanying Brief in Support of End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees, Reimbursement of Expenses and Payment of Incentive Awards to the Class Representatives, with Appendix A- E, and the Joint Declaration of Co-Lead Counsel In Support Thereof, with Exhibits 1 - 23.

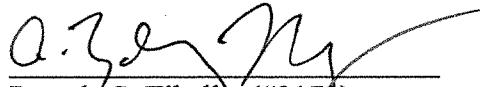
¹ The three named consumer Class Representatives: (i) Mary Anne Gross, (ii) Neil Lefton and (iii) Mark Merado.

² The nine Third-Party Payor Class Representatives: (i) A.F. of L. – A.G.C. Building Trades Welfare Plan; (ii) the American Federation of State, County, and Municipal Employees District Council 47 Health and Welfare Fund; (iii) District 1199P Health and Welfare Plan; (iv) International Association of Fire Fighters Local 22 Health and Welfare Fund; (v) National Joint Powers Alliance; (vi) Plumbers and Pipefitters Local 572 Health and Welfare Fund; (vii) United Food and Commercial Workers Union Local 1776 and Participating Employers Health and Welfare Fund; (viii) United Union of Roofers, Waterproofers and Allied Workers, Local No. 74 Health and Pension Fund; and (ix) United Union of Roofers, Waterproofers and Allied Workers, Local No. 203 Health and Pension Fund.

Attached hereto as Exhibit 1 is a [Proposed] Order Granting End-Payor Plaintiffs' Motion for an Award of Attorneys' Fees, Reimbursement of Expenses and Payment of Incentive Awards to the Class Representatives.

Defendants have advised that they take no position on this motion.

CHIMICLES & TIKELLIS LLP



Pamela S. Tikellis (#2172)
A. Zachary Naylor (#4439)
P.O. Box 1035
222 Delaware Avenue, Suite 1100
Wilmington, DE 19801
(302) 656-2500

Liaison Counsel for End-Payor Plaintiffs

Joseph H. Meltzer
Terence S. Ziegler
**KESSLER TOPAZ
MELTZER &
CHECK, LLP**
280 King of Prussia Road
Radnor, PA 19087
Tel.: (610) 667-7706

Jeffrey S. Istvan
Paul Costa
**FINE, KAPLAN AND
BLACK, R.P.C.**
One South Broad St.
23rd Floor
Philadelphia, PA 19107
Tel.: (215) 567-6565

Michael M. Buchman
Adam G. Kurtz
**POMERANTZ
GROSSMAN HUFFORD
DAHLSTROM & GROSS
LLP**
600 Third Avenue
New York, NY 10016
Tel: (212) 661-1100

Co-Lead Counsel for End-Payor Plaintiffs